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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON DC 20554**

In the Matter of)
)
Univision Holdings, Inc.) MB Docket No. 19-_____
)
Petition for Modification of Declaratory Ruling)
Under Section 310(b)(4) of the)
Communications Act of 1934, As Amended)
)

To: Secretary, FCC
For: Chief, Media Bureau

PETITION FOR MODIFICATION OF DECLARATORY RULING

Univision Holdings, Inc. (“Univision”), by its attorneys, respectfully requests a modification of the Section 310(b)(4) declaratory ruling released January 3, 2017 (the “2017 Ruling”),¹ so that Univision may undertake a *pro forma* internal restructuring of one of its indirect, wholly owned subsidiaries while retaining flexibility to accept foreign investment from third parties at the levels previously authorized by the Commission in the 2017 Ruling.

In that ruling, the Commission authorized foreign investors to own up to 49 percent of the equity and voting interests of Univision and each of Univision’s subsidiaries and affiliates. In connection with a proposed intra-corporate restructuring relating to Univision’s wholly owned indirect subsidiary, Univision Radio, Inc. (“Univision Radio”), another wholly owned Univision subsidiary, Notivision, S.A. de C.V. (“Notivision”), which is domiciled in Mexico, would acquire a direct, 21 percent interest in Univision Radio. Notivision is deemed foreign under

¹ *Univision Holdings, Inc. and Grupo Televisa, S.A.B.*, MB Dkt No. 16-217, Declaratory Ruling, DA 17-4 (Jan. 3, 2017) (hereinafter “2017 Ruling”).

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Section 310(b)(4) and the Commission's Rules solely due to its status as a foreign-domiciled subsidiary.

Commission approval of the proposed acquisition of this interest by Notivision is not required under the 2017 Ruling. However, absent the relief requested herein, as a result of the restructuring, third-party foreign investment in Univision and all of its subsidiaries would be limited to 28 percent, below the previously approved 49 percent. Univision therefore requests that the Commission undertake a limited modification of the 2017 Ruling by authorizing foreign ownership of up to 70 percent of Univision's equity and voting interests solely so that Notivision—an existing wholly owned subsidiary of Univision—can hold a 21 percent stake in Univision Radio without otherwise constraining Univision's ability to take on the level of third-party foreign investment authorized in the 2017 Ruling.

To be clear, Univision does *not* seek any change in the ultimate foreign ownership or control of Univision, and grant of this request would not permit third-party foreign investment in Univision and its subsidiaries and affiliates to exceed the 49 percent level authorized by the Commission in the 2017 Ruling. It would instead merely preserve the currently approved 49 percent ceiling on foreign ownership for the limited purpose of accommodating the addition to the Univision Radio ownership chain of a wholly owned foreign subsidiary of Univision.

I. BACKGROUND

Univision is the leading media company serving Hispanic America, and it plays a unique role in both the U.S. media marketplace and the U.S. Hispanic community. In 2017, the Commission granted a joint Petition for Declaratory Ruling by Univision and Grupo Televisa, S.A.B. ("Televisa"), to permit foreign ownership of up to 49 percent of Univision's equity and voting interests, including to permit up to 49 percent of its equity and 40 percent of its voting interests to be held by Televisa and its affiliates ("Petition"). The Commission determined that

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“because this increased level of foreign investment in Univision will facilitate investment from new sources of capital in Univision that would not otherwise be available and encourage reciprocity by foreign governments,” the “public interest would not be served by refusing to grant” the Petition.²

The 2017 Ruling also stated that it “shall apply to all of Univision’s subsidiaries and affiliates, whether existing or formed or acquired subsequently, that are wholly owned and controlled by, or under 100 percent common ownership and control with Univision.”³ Both Univision Radio and Notivision are “wholly owned and controlled by” Univision.⁴

In furtherance of an internal corporate restructuring unrelated to external investment, Univision intends to cause Notivision to acquire a 21 percent stake in another wholly owned subsidiary, Univision Radio, which in turn wholly owns and controls the Univision licensee subsidiaries identified in Exhibit A (the “Proposed Restructuring”). Univision Radio is 100 percent owned by Univision Local Media, Inc., an indirect wholly owned Univision subsidiary incorporated in Delaware. Following the Proposed Restructuring, Univision Local Media, Inc., would own 79 percent of Univision Radio and Notivision would own the remaining 21 percent of Univision Radio.

Under Section 310(b)(4) of the Communications Act of 1934, as amended, the 21 percent Notivision interest in Univision Radio would be deemed foreign solely as a consequence of Notivision’s status as a foreign-domiciled subsidiary. But because the ultimate ownership (including foreign ownership) of Univision and Notivision is identical, the proposed

² 2017 Ruling at ¶¶ 11, 20.

³ 2017 Ruling at ¶ 26. As noted above, Univision need not obtain “specific approval” under the 2017 Ruling for Notivision to acquire a 21 percent stake in Univision Radio because Notivision is a wholly owned Univision subsidiary and therefore already is covered by the terms of the 2017 Ruling. 2017 Ruling at ¶ 22.

⁴ See Exhibit A.

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transaction would not introduce any additional third-party foreign investment into Univision, which remains materially unchanged, at approximately 15 percent aggregate foreign equity interests and 19 percent aggregate foreign voting interests, from the levels disclosed in the Petition resulting in the 2017 Ruling.⁵

Yet, even though Notivision would be inserted into the ownership chain only of Univision *Radio* (and therefore would have no impact on calculated foreign ownership for Univision *television* stations), absent modification of the 2017 Ruling, Notivision's ownership of 21 percent of Univision Radio would effectively exhaust a large portion of the 49 percent foreign investment level that the Commission authorized for *all* of Univision. Similarly, Televisa's authorization in the 2017 Ruling to acquire and hold up to a 49 percent equity interest and a 40 percent voting interest in all of Univision would be significantly reduced by the insertion of Notivision into the Univision Radio ownership chain. This is so even though the Proposed Restructuring will not affect the actual amount of foreign investment in Univision or any of its subsidiaries or affiliates because, as explained above, (1) Notivision is wholly owned and controlled by Univision, and (2) its 21 percent stake is deemed to be a "foreign" investment only because it is a foreign-domiciled company. Thus, in order to enable Univision and Televisa in the future to obtain the respective levels of foreign investment authorized in the 2017 Ruling, Univision respectfully requests that the Commission increase the permitted level of aggregate foreign equity and voting ownership in Univision and its subsidiaries and affiliates to 70 percent (the already-authorized 49% plus the 21% attributable to Notivision) *solely* for purposes of the Proposed Restructuring.

⁵ See Exhibit B.

II. INFORMATION REQUIRED BY SECTION 1.5001

This section contains the information required by Section 1.5001 of the Commission's Rules.

(a) Petitioning applicant contact information:

Parent:

Univision Holdings, Inc.
605 Third Avenue
12th Floor
New York, NY 10158

Telephone: 212-455-5200

FRN: 0015274962

Place of Organization: Delaware

Type of Business Organization: Corporation

Name and Title of Officer Certifying: Christopher G. Wood, Senior Vice
President and Associate General Counsel-Government and Regulatory Affairs

Licensees:

Univision licensees are set forth in Exhibit C, and each may be contacted care of Univision Holdings, Inc. using the contact information set forth above.

(b) Legal Counsel:

Mace Rosenstein
Matthew S. DelNero
David J. Bender

COVINGTON & BURLING LLP
850 10th Street, NW
Washington, DC 20001
Telephone: 202-662-5543
Email: mdelnero@cov.com

(c) (1) Type of Radio Service Authorization:

Broadcast stations:

Univision indirectly owns and controls the television and radio stations identified in Exhibit C.

(d) Type of Declaratory Ruling Requested:

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Univision is seeking a modification of a declaratory ruling pursuant to Section 310(b)(4) of the Communications Act and Section 1.5000(a)(1) of the Commission's Rules.

(e) Disclosable Direct Interest Holders:

Since the date of the 2017 Ruling, there have been no changes to the disclosable direct interest holders in Univision.

(f) Disclosable Indirect Interest Holders:

Since the date of the 2017 Ruling, there have been no changes to the disclosable indirect interest holders in Univision.

(g) Citizenship and Other Information for Disclosable Interest Holders:

Since the date of the 2017 Ruling, there have been no changes in the citizenship and other information for the disclosable interest holders in Univision.

(h) (1) Estimate of Aggregate Foreign Ownership:

Exhibit B provides a percentage estimate of the controlling U.S. parent's aggregate direct and/or indirect foreign equity interests and its aggregate direct and/or indirect foreign voting interests. As a privately held corporation, Univision determined its foreign ownership levels by direct inquiry of its shareholders.

Please note that other information requested in Section 1.5001(h)(1) of the Commission's Rules is included in the body of this Petition, including a statement addressing the circumstances that prompted the filing of the Petition and demonstrating that the public interest would be served by grant of the Petition.

(h) (2) Ownership and Control Structure:

Since the date of the 2017 Ruling, there have been no changes to the disclosable direct interest holders in Univision.

(i) Requests for Specific Approval:

Pursuant to the 2017 Ruling, Univision need not and is not requesting specific approval in connection with this Petition, because the 2017 Ruling applies to Notivision (as a wholly owned subsidiary of Univision) and thus no new foreign investor is acquiring a greater than five percent voting or equity interest in Univision.

(j) Citizenship or Place of Organization, Type of Business, Principal Business of Foreign Investors Named in (i):

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As noted above, Univision need not and is not requesting specific approval with respect to Notivision. For the convenience of Staff, however, the information requested in Section 1.5001(j) of the Commission's Rules is as follows with respect to Notivision:

Notivision is a Mexican Sociedad Anonima de Capital Variable that functions as a news bureau and conducts other activities such as marketing and technical assistance for Univision in Mexico.

(k) Request for Advance Approval:

Univision is not requesting advance approval for any entity.

(l) Required Certification:

Exhibit D contains the required certification.

III. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST

Grant of the relief requested herein is in the public interest for the same reasons supporting grant of the Petition in 2017. As explained above, the requested relief is narrow. Univision is only asking the Commission to maintain the *status quo* of its 2017 Ruling by allowing Univision to increase its aggregate foreign ownership by 21 percent *solely* for the purpose of enabling one wholly owned Univision subsidiary (Notivision) to hold a 21 percent stake in another wholly owned Univision subsidiary (Univision Radio). As the Commission found in the 2017 Ruling, grant of this Petition will "facilitate investment from new sources of capital in Univision that would not otherwise be available and encourage reciprocity by foreign governments."⁶ Meanwhile, rejection of this Petition would both prevent and discourage the levels of foreign investment the Commission authorized as appropriate in 2017.

Notably, since the 2017 Ruling was issued, the Commission has approved four petitions under Section 310(b)(4) for foreign ownership interests of up to 100 percent in companies that

⁶ 2017 Ruling at ¶ 20.

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control U.S. broadcast licensees.⁷ Here, Univision does not seek to increase the 49 percent aggregate foreign investment approved in the 2017 Ruling except with respect to the intra-corporate Proposed Restructuring involving two wholly owned Univision subsidiaries. And as detailed above, Univision does not propose to increase the overall level of authorized third-party foreign investment, but rather to preserve Univision's and Televisa's access to that investment authority by accommodating Notivision's nominally foreign 21 percent interest in Univision Radio resulting from the Proposed Restructuring. Simply stated, the requested modification "is minor, administrative, and does not result in a material change in control" with respect to either Univision or Univision Radio.⁸

CONCLUSION

Grant of this Petition will maintain Univision's flexibility to accept foreign investment at the levels authorized in the 2017 Ruling (up to 49 percent aggregate foreign investment (voting and equity)), while facilitating an intra-corporate restructuring. By maintaining rather than reducing the flexibility provided under the 2017 Ruling, grant of the requested authorization is clearly in the public interest for the very same reasons undergirding the Commission's prior

⁷ See *Zoo Communications, LLC and Anco Media Group, LLC*, Declaratory Ruling and Memorandum Opinion and Order, DA 19-108 (Feb. 22, 2019) (granting a petition to allow a Florida company owned by four Italian citizens to hold a 100 percent voting and equity interest in a broadcast licensee); *Border Media Licenses LLC*, Declaratory Ruling and Memorandum Opinion and Order, DA 18-888 (Aug. 28, 2018) (granting a petition by a New York company owned by British and Polish citizens to acquire a 100 percent voting and equity interest in a U.S. broadcast licensee); *Grupo Media, LLC and Deportes y Music Comunicaciones*, Declaratory Ruling and Memorandum Opinion and Order, DA 18-439 (May 1, 2018) (granting a petition to allow a Delaware company owned by two Mexican citizens to increase its ownership in radio station licensees from 25 percent to 100 percent); *Frontier Media, LLC*, Memorandum Opinion and Order and Declaratory Ruling, DA 17-190 (Feb. 23, 2017) (granting a petition to allow two Australian citizens to own 100 percent of a U.S. company which in turned owned 100 percent of four broadcast licensees).

⁸ *Hemisphere Media Group, Inc.*, MB Dkt No. 18-134, DA 18-963 ¶ 8 (Sept. 18, 2018).

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authorization. For these and the other reasons stated above, Univision respectfully requests that the Commission promptly grant this Petition.

Respectfully submitted,

UNIVISION HOLDINGS, INC.

By: /s/ Mace Rosenstein
Mace Rosenstein
Matthew S. DelNero
David J. Bender

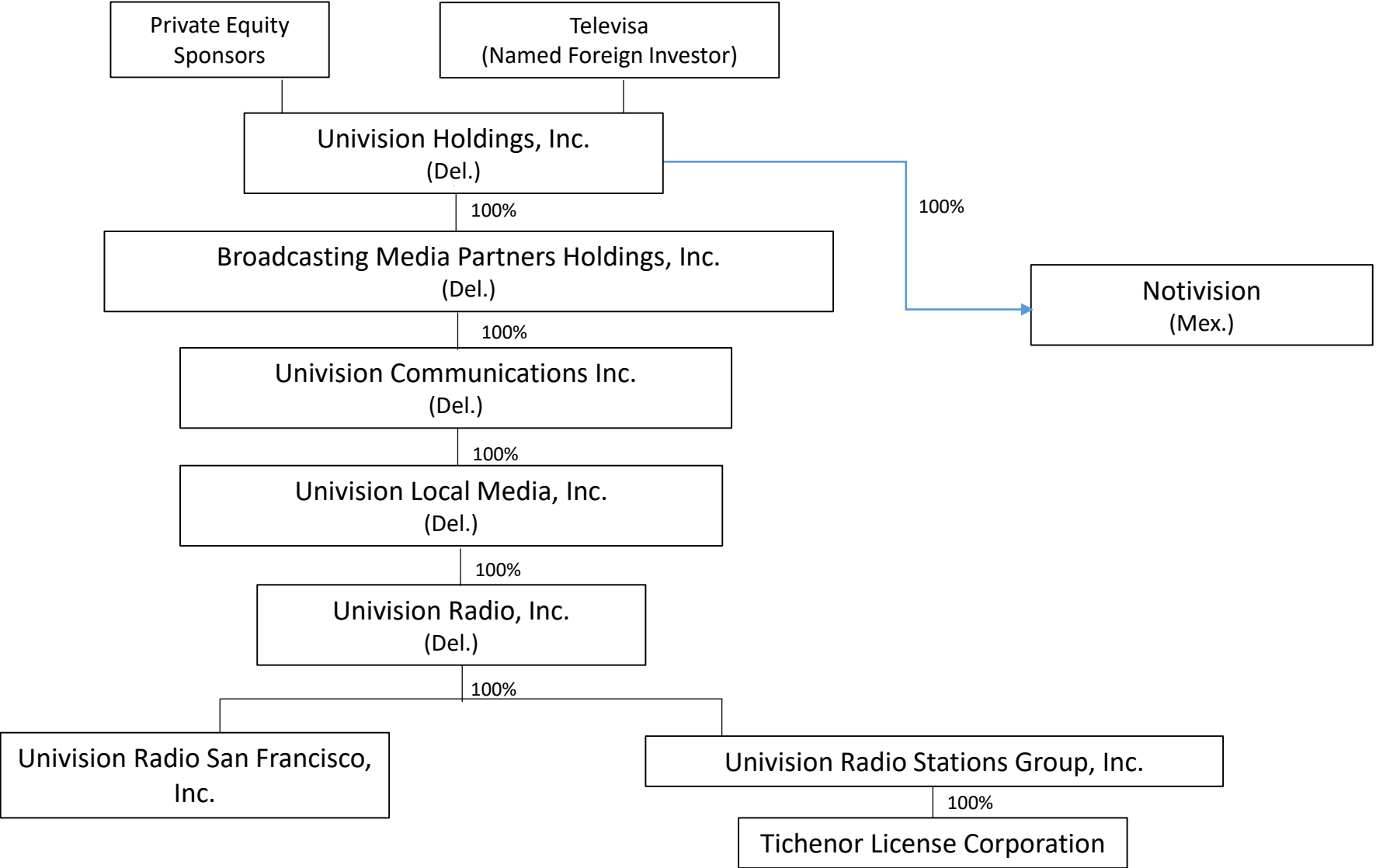
COVINGTON & BURLING LLP
850 10th Street, NW
Washington, DC 20001
(202) 662-6000

Its Attorneys

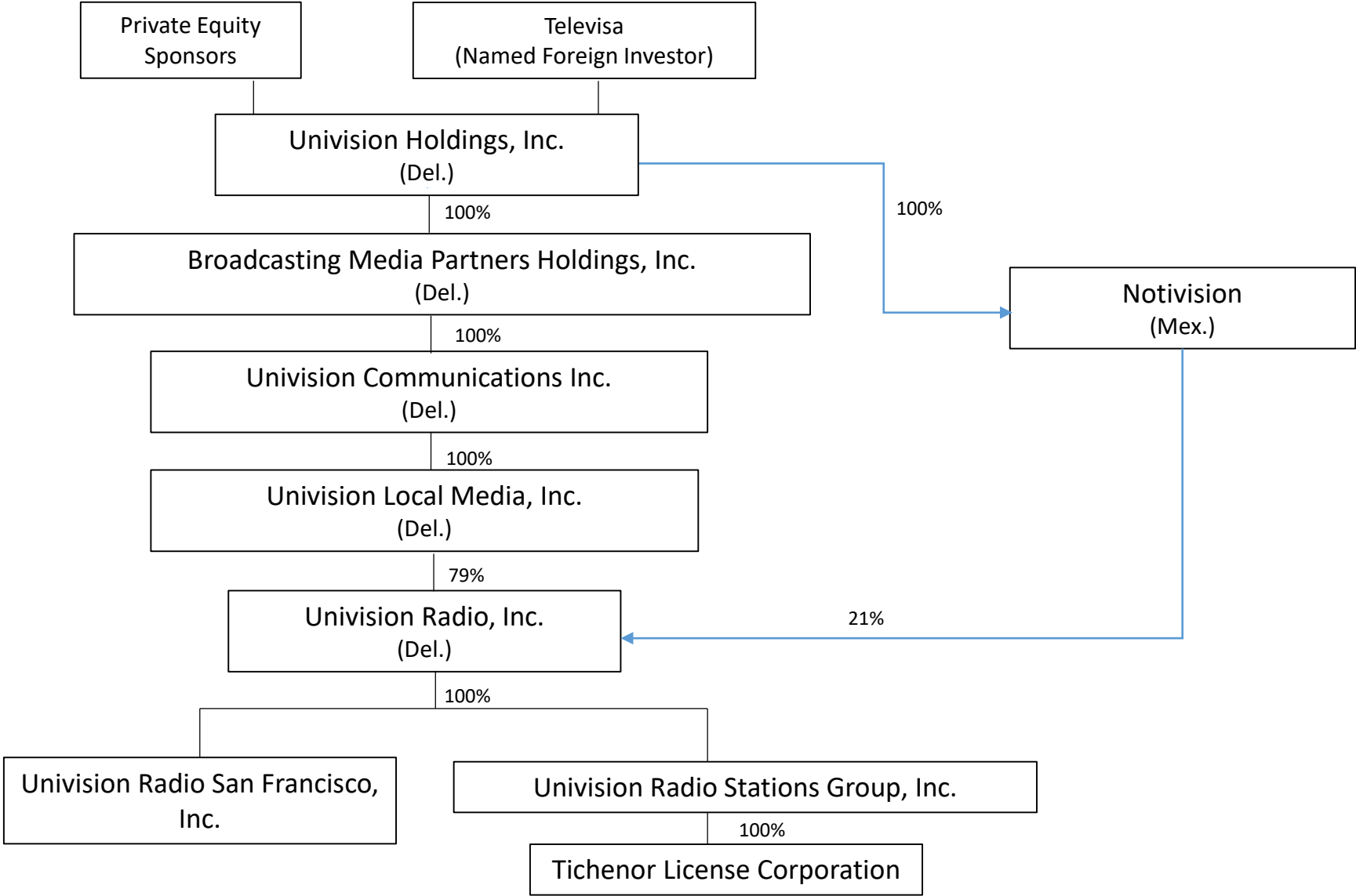
April 17, 2019

Exhibit A

Univision Radio Deconsolidation – Current Structure



Univision Radio Deconsolidation – Proposed Structure



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Exhibit B

Foreign Investment in Univision

Investor	Foreign Equity Interest in Univision	Foreign Voting Interest in Univision
Madison Dearborn Partners, LLC	[[Begin Confidential]]	
Providence Equity Partners, LLC		
Saban Capital Group, Inc.		
TPG Global, LLC		
Thomas H. Lee Partners, L.P.		
Grupo Televisa, S.A. DE C.V.		[[End Confidential]]
<i>Aggregate Investor Foreign Ownership in Univision</i>	14.97%	19.06%

In addition, Glade Brook Capital Partners LLC, which is deemed to have an attributable interest in Univision because it has the right to designate one member of the Company's board of directors, is attributable with approximately [[Begin Confidential]] [[End Confidential]], respectively, of foreign equity and voting ownership of Univision.

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Univision Holdings, Inc., indirectly owns and controls, through the licensee subsidiaries identified below, the following television and radio stations:

Call Sign	Facility ID	Community of License	Licensee (FRN)
WFTY-DT	60553	Smithtown, NY	Univision New York LLC (0005414917)
WFUT-DT	60555	Newark, NJ	
WXTV-DT	74215	Paterson, NJ	WXTV License Partnership, G.P. (0001531243)
WFPA-CD	74216	Philadelphia, PA	
KFTR-DT	60549	Ontario, CA	UniMas Los Angeles LLC (0005825898)
KMEX-DT	35123	Los Angeles, CA	KMEX License Partnership, G.P. (0001531359)
WXFT-DT	60539	Aurora, IL	UniMas Chicago LLC (0003770898)
WGBO-DT	12498	Joliet, IL	WGBO License Partnership, G.P. (0001531391)
WUVP-DT	60560	Vineland, NJ	Univision Philadelphia LLC (0005414867)
WMGM-TV	61111	Wildwood, NJ	Univision Local Media, Inc. (0020907150)
WWJE-DT	14682	Derry, NH	
WRCF-CD	10549	Orlando, FL	
KXLK-CD	48836	Orlando, FL	
KUVN-DT	35841	Garland, TX	KUVN License Partnership, L.P. (0007997810)
KUVN-CD	5319	Fort Worth, TX	
KSTR-DT	60534	Irving, TX	UniMas Dallas LLC (0003770922)
KDTV-DT	33778	San Francisco, CA	KDTV License Partnership, G.P. (0001531425)
KDTV-CD	18148	Santa Rosa, CA	
KFSF-DT	51429	Vallejo, CA	UniMas San Francisco LLC (0008192569)
WUNI(TV)	60551	Marlborough, MA	UniMas Boston LLC (0001734987)
WUVG-DT	48813	Athens, GA	Univision Atlanta LLC (0005414891)
WFDC-DT	69532	Arlington, VA	UniMas D.C. LLC (0008194805)
KXLN-DT	53847	Rosenberg, TX	KXLN License Partnership, L.P. (0008192015)

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Call Sign	Facility ID	Community of License	Licensee (FRN)
KFTH-DT	60537	Alvin, TX	UniMas Houston LLC (0003771003)
KTVW-DT	35705	Phoenix, AZ	KTVW License Partnership, G.P. (0004516118)
KTVW-CD	29464	Flagstaff/Doney Park, AZ	
KZOL-LP	128896	Safford, AZ	
KDOS-LD	129078	Globe, AZ	
KFPH-DT	41517	Flagstaff, AZ	UniMas Partnership of Flagstaff (0006500383)
WVEA-TV	60559	Tampa, FL	UniMas Tampa LLC (0003771037)
WAMI-DT	60536	Hollywood, FL	UniMas Miami LLC (0005414875)
WLTW-DT	73230	Miami, FL	WLTW License Partnership, G.P. (0001531375)
KCEC(TV)	57219	Boulder, CO	Spanish Television of Denver, Inc. (0002531630)
WQHS-DT	60556	Cleveland, OH	Univision Cleveland LLC (0003771052)
WVEN-TV	5802	Melbourne	UniMas Orlando, Inc. (0005877790)
KUVS-DT	58609	Modesto, CA	KUVS License Partnership, G.P. (0001531292)
KTFK-DT	20871	Stockton, CA	UniMas Sacramento LLC (0008192544)
KEZT-CD	52891	Sacramento, CA	
WUVC-DT	16517	Fayetteville, NC	WUVC License Partnership, G.P. (0005008305)
WTNC-LD	70112	Durham	
KUTH-DT	81451	Provo, UT	Univision Salt Lake City LLC (0017777152)
KWEX-DT	35881	San Antonio, TX	KWEX License Partnership, L.P. (0007997562)
KNIC-DT	125710	Blanco, TX	UniMas Partnership of San Antonio (0015540941)
KNIC-CD	48837	San Antonio, TX	
KLUZ-TV	57220	Albuquerque, NM	UniMas Albuquerque LLC (0010308484)
KAKW-DT	148	Killeen, TX	KAKW License Partnership, L.P. (0008192122)
KTFO-CD	35882	Austin, TX	
KFTV-DT	4439	Hanford, CA	KFTV License Partnership, G.P. (0001531417)
KBTF-CD	34438	Bakersfield, CA	UniMas Bakersfield LLC (0008192510)
KABE-CD	18747	Bakersfield, CA	Univision Bakersfield LLC (0017777145)

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Call Sign	Facility ID	Community of License	Licensee (FRN)
KTFF-DT	35512	Porterville, CA	UniMas Fresno LLC (0008192593)
KTFF-LD	23272	Fresno, CA	
KFTU-DT	81441	Douglas, AZ	UniMas Partnership of Douglas (0006495147)
K16FB-D	127930	Globe, AZ	UniMas Partnership Of Phoenix (0006487789)
K21GC	128900	Safford, AZ	
KFPH-CD	2739	Phoenix, AZ	
KFTU-CD	53004	Tucson, AZ	UniMas Partnership Of Tucson (0006483424)
KUVE-DT	63927	Green Valley, AZ	Univision Tucson LLC (0017777178)
KUVE-CD	78036	Tucson, AZ	
KUVI-DT	7700	Bakersfield, CA	KUVI License Partnership, G.P. (0001531334)
WLII-DT	19777	Caguas, PR	WLII/WSUR License Partnership, G.P. (0013778105)
WSUR-DT	19776	Ponce, PR	
WSTE-DT	60341	Ponce, PR	
WOLE-DT	71725	Aguadilla, PR	
W21CX-D	71730	Mayaguez, PR	
WKAQ	19099	San Juan, PR	
WKAQ-FM	19098	San Juan, PR	
WKAQ-FM1	19100	Juana Diaz, PR	
WKAQ-FM2	179635	Fajardo, PR	
WUKQ	9352	Ponce, PR	
WUKQ-FM	54818	Mayaguez, PR	
WUKQ-FM1	127832	Ponce, PR	
WYEL	70686	Mayaguez, PR	
K265DI	43944	Sausalito, CA	Univision Radio Stations Group, Inc. (0004945895)
KBBT(FM)	3075	Schertz, TX	
KBRG(FM)	68839	San Jose, CA	
KHOT-FM	59422	Paradise Valley, AZ	
KHOT-FM1	136351	Glendale, AZ	
KHOV-FM	29021	Wickenburg, AZ	
KHOV-FM1	77422	Constellation, AZ	
KISF(FM)	28893	Las Vegas, NV	
KLJA(FM)	55475	Georgetown, TX	
KLLE (FM)	31716	North Fork, CA	
KLNO(FM)	41380	Ft. Worth, TX	

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Call Sign	Facility ID	Community of License	Licensee (FRN)
KLNV(FM)	51515	San Diego, CA	
KLQB(FM)	63201	Taylor, TX	
KLQV(FM)	51164	San Diego, CA	
KLSQ(AM)	36694	Whitney, NV	
KLTN(FM)	65310	Houston, TX	
KLVE(FM)	35086	Los Angeles, CA	
KLVE(FM)1	190825	Santa Clarita, CA	
KMYO(FM)	25469	Comfort, TX	
KOMR(FM)	55913	Sun City, AZ	
KOND(FM)	26266	Hanford, CA	
KOVE-FM	19091	Galveston, TX	
KQMR(FM)	22977	Globe, AZ	
KRCD(FM)	1025	Inglewood, CA	
KRCV(FM)	19088	West Covina, CA	
KRDA(FM)	39567	Clovis, CA	
KRG(TM)	11614	Indian Springs, NV	
KSCA(FM)	24548	Glendale, CA	
KSCA-FM1	190827	Santa Clarita, CA	
KTNQ(AM)	35673	Los Angeles, CA	
KVVF(FM)	19532	Santa Clara, CA	
KVVZ(FM)	40136	San Rafael, CA	
WADO(AM)	70684	New York, NY	
WAMR-FM	61658	Miami, FL	
WAQI(AM)	37254	Miami, FL	
WPPN(FM)	25053	Des Plaines, IL	
WQBA(AM)	73912	Miami, FL	
WQBU-FM	30573	Garden City, NY	
WQBU-FM1	189412	New York, NY	
WQBU-FM2	189382	Brooklyn, NY	
WRTO(AM)	11196	Chicago, IL	
WRTO-FM	37253	Goulds, FL	
WVIV-FM	48449	Lemont, IL	
WXNY-FM	29022	New York, NY	
KSOL(FM)	70032	San Francisco, CA	Univision Radio San Francisco, Inc. (0004945929)
KSOL-FM2	70028	Sausalito, Etc., CA	
KSOL-FM3	14485	Pleasanton, CA	

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Call Sign	Facility ID	Community of License	Licensee (FRN)
KSQL(FM)	70033	Santa Cruz, CA	
KFZO(FM)	7040	Denton, TX	
KDXX(FM)	57376	Lewisville, TX	
KFLC(AM)	34298	Benbrook, TX	
KCOR(AM)	67069	San Antonio, TX	Tichenor License Corporation (0004945911)
WOJO(FM)	67073	Evanston, IL	
KESS(FM)	21599	Benbrook, TX	
KLAT(AM)	67063	Houston, TX	
KAMA-FM	57806	Deer Park, TX	
KBTQ(FM)	67072	Harlingen, TX	
KGBT(AM)	67067	Harlingen, TX	
KGBT-FM	6662	McAllen, TX	
KROM(FM)	67071	San Antonio, TX	
KXTN-FM	67064	San Antonio, TX	
KQBU-FM	25583	Port Arthur, TX	

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Exhibit D

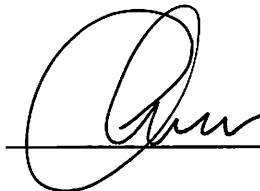
Certification

On behalf of Univision Holdings, Inc. ("Univision"), I, Christopher G. Wood, in my capacity as set forth below and not in my personal capacity, declare as follows:

1. I am the Senior Vice President and Associate General Counsel-Government and Regulatory Affairs for Univision.
2. Univision has calculated the ownership interests disclosed in the foregoing Petition for Modification of Declaratory Ruling based upon its review of the Commission's rules and the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.
3. The foregoing Petition for Modification of Declaratory Ruling was prepared under my direction and supervision, and the contents are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 17, 2019.

A handwritten signature in black ink, appearing to read "C. Wood", is written over a horizontal line.

Christopher G. Wood